

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	

Objection Date: January 10, 2012
Hearing Deadline: to be scheduled, if necessary

**FIFTY-NINTH MONTHLY FEE APPLICATION OF NORTON ROSE OR LLP²
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS
AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM
NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

Name of Applicant:	Norton Rose OR LLP ("NR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., et al., Debtors and Debtors in Possession
Date of Retention:	Retention Order entered and effective as of December 18, 2006
Period for which Compensation and Reimbursement is Sought:	November 1, 2011 to November 30, 2011
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$2,068.00 ³

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Ogilvy Renault LLP joined the Norton Rose Group on June 1, 2011 to continue as Norton Rose OR LLP

³ All dollar amounts reflected in this Monthly Fee Application are in Canadian currency.

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Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$101.73
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This is a: X monthly interim final application.

The total time expended for preparation of this fee application is approximately two (2) hours and the corresponding estimated compensation requested is approximately \$420.00⁴. This is NR's monthly application for interim compensation of services for the interim fee period November 1, 2011 to November 30, 2011 (the "Fee Period").

PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁵	Approved Expenses
03/16/07	10/17/06-01/31/07	\$102,612.50	\$665.48	\$82,090.00	\$665.48
04/24/07	02/01/07-02/28/07	\$45,825.50	\$328.67	n/a	\$328.67
05/10/07 ⁶	02/01/07-02/28/07	\$97.50	\$0.00	\$36,738.40	n/a
05/10/07	03/01/07-03/31/07	\$57,662.00	\$5,125.70	\$46,129.60	\$5,125.70
06/08/07	04/01/07-04/30/07	\$47,014.00	\$1,540.51	\$37,611.20	\$1,540.51
06/27/07	05/01/07-05/31/07	\$21,853.00	\$296.98	\$17,482.40	\$296.98
08/03/07	06/01/07-06/30/07	\$34,799.00	\$2,223.81	\$27,839.20	\$2,223.81
08/28/07	07/01/07-07/31/07	\$85,426.50	\$206.43	\$68,341.20	\$206.43
09/24/07	08/01/07-08/31/07	\$74,819.50	\$335.00	\$59,855.60	\$335.00
11/08/07	09/01/07-09/30/07	\$104,938.00	\$104,661.80	\$83,950.40	\$104,661.80
11/20/07	10/01/07-10/31/07	\$87,103.50	\$488.03	\$69,682.80	\$488.03
01/11/08	11/01/07-11/30/07	\$77,944.00	\$6,166.86	\$62,355.20	\$6,166.86
01/28/08	12/01/07-12/31/07	\$8,348.50	\$99.93	\$6,678.80	\$99.93
02/28/08	01/01/08-01/31/08	\$10,198.50	\$88.70	\$8,158.80	\$88.70

⁴ The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in NR's subsequent fee applications.

⁵ The "Approved Fees" amount represents 80% of the fees requested by NR.

⁶ This application was filed as a "corrected" second monthly fee application to replace and correct errors related to the amount of compensation sought pursuant to the original second monthly fee application (the "Original Second Monthly") filed on April 24, 2007. The corrected second monthly fee application requests an additional \$97.50 on top of what was requested in the Original Second Monthly.

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Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁵	Approved Expenses
04/01/08	02/01/08-02/29/08	\$24,299.50	\$449.80	\$19,439.60	\$449.80
04/24/08	03/01/08-03/31/08	\$45,098.50	\$1,296.53	\$36,078.80	\$1,296.53
05/15/08	04/01/08-04/30/08	\$50,569.50	\$2,757.72	\$40,455.60	\$2,757.72
06/20/08	05/01/08-05/31/08	\$87,505.50	\$1,965.87	\$70,004.40	\$1,965.87
07/31/08	06/01/08-06/30/08	\$64,835.50	\$316.78	\$51,868.40	\$316.78
08/26/08	07/01/08-07/31/08	\$56,187.00	\$76.66	\$44,949.60	\$76.66
09/22/08	08/01/08-08/31/08	\$107,954.50	\$573.95	\$86,363.60	\$573.95
10/31/08	09/01/08-09/30/08	\$223,082.00	\$3,009.77	\$178,465.60	\$3,009.77
11/18/08	10/01/08-10/31/08	\$46,804.00	\$566.87	\$37,448.20	\$566.87
01/06/09	11/01/08-11/30/08	\$18,141.00	\$293.58	\$14,512.80	\$293.58
01/29/09	12/01/08-12/31/08	\$5,222.00	\$101.31	\$4,177.00	\$101.31
02/19/09	01/01/09-01/31/09	\$7,232.00	\$34.48	\$5,785.60	\$34.48
03/19/09	02/01/09-02/28/09	\$20,934.00	\$217.02	\$16,747.20	\$217.02
04/16/09	03/01/09-03/31/09	\$29,166.00	\$674.25	\$23,332.80	\$674.25
06/02/09	04/01/09-04/30/09	\$18,798.50	\$37.33	\$15,038.80	\$37.33
06/16/09	05/01/09-05/31/09	\$5,743.00	\$28.75	\$4,594.40	\$28.75
07/22/09	06/01/09-06/30/09	\$8,340.50	\$145.70	\$6,672.40	\$145.70
08/21/09	07/01/09-07/31/09	\$15,320.52	\$200.52	\$12,256.42	\$200.52
09/23/09	08/01/09-08/31/09	\$3,558.00	\$57.51	\$2,846.40	\$57.51
10/26/09	09/01/09-09/30/09	\$32,965.50	\$926.42	\$26,372.40	\$926.42
12/02/09	10/01/09-10/31/09	\$50,301.50	\$485.51	\$40,241.20	\$485.51
12/17/09	11/01/09-11/30/09	\$29,593.50	\$214.69	\$23,674.80	\$214.69
02/02/10	12/01/09-12/31/09	\$80,158.50	\$535.59	\$64,126.80	\$535.59
02/23/10	01/01/10-01/31/10	\$80,809.50	\$556.77	\$64,647.60	\$556.77
03/31/10	02/01/10-02/28/10	\$96,649.00	\$3,072.97	\$77,319.20	\$3,072.97
04/28/10	03/01/10-03/31/10	\$9,870.50	\$199.07	\$7,824.40	\$199.07
06/02/10	04/01/10-04/30/10	\$2,585.00	\$65.10	\$2,068.00	\$65.10
07/07/10	05/01/10-05/31/10	\$1,876.50	\$74.52	\$1,501.20	\$74.52
08/06/10	06/01/10-06/30/10	\$505.00	\$30.81	\$404.00	\$30.81
09/07/10	07/01/10-07/31/10	\$7,259.00	\$30.67	\$5,807.20	\$30.67
10/13/10	08/01/10-08/31/10	\$4,319.50	\$219.33	\$3,455.60	\$219.33
11/01/10	09/01/10-09/30/10	\$715.50	\$30.49	\$572.40	\$30.49
12/07/10	10/01/10-10/31/10	\$1,019.50	\$30.67	\$1,019.50	\$30.67
01/04/11	11/01/10-11/30/10	\$1,774.50	\$61.62	\$1,774.50	\$61.62

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Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees ⁵	Approved Expenses
02/02/11	12/01/10-12/31/10	\$7,476.50	\$109.54	\$7,476.50	\$109.54
03/07/11	01/01/11-01/31/11	\$16,190.00	\$265.67	\$16,190.00	\$265.67
04/07/11	02/01/11-02/28/11	\$10,759.00	\$84.93	\$10,759.00	\$84.93
04/26/11	03/01/11-03/31/11	\$38,163.00	\$409.84	\$38,163.00	\$409.84
05/18/11	04/01/11-04/30/11	\$37,330.00	\$630.97	\$37,330.00	\$630.97
06/13/11	05/01/11-05/31/11	\$1,789.00	\$0.00	\$1,789.00	\$0.00
7/20/2011	06/01/11-06/30/11	\$803.00	\$34.60	\$803.00	\$34.60
08/22/2001	07/01/11-07/31/11	\$1,894.00	\$169.88	\$1,515.20	\$169.88
09/29/2011	08/01/11-08/31/11	\$10,965.00	\$211.22	\$8,772.00	\$211.22
10/24/2011	09/01/11-09/30/11	\$2,014.00	\$76.19	\$1,611.20	\$76.19
11/11/2011	10/01/11-10/31/11	\$1,692.00	\$47.27	\$1,353.60	\$47.27

NR PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed ⁷	Compensation
Orestes Pasparakis	Partner, Year of Call to the Ontario Bar – 1995	\$800.00	0.80	\$640.00
Teresa Walsh	Partner, Year of Call to the Ontario Bar – 1996	\$600.00	0.60	\$360.00
Adrienne Glen	Associate, Year of Call to the Ontario Bar - 2009	\$330.00	0.50	\$165.00
Penny Adams	Law Clerk, n/a	\$210.00	4.30	\$903.00

Total Fees: \$2,068.00

Total Hours: 6.20

Blended Rate: \$333.55

⁷ Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

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TASK CODE SUMMARY

	Project Category	Billed Hours	Fees Requested
0001	Chapter 11 Proceedings, General Matters	6.20	\$2,068.00
Total		6.20	\$2,068.00

EXPENSE SUMMARY

Invoice No. 1132405 (Chapter 11 Proceedings, General Matters – File No. 01016442-0001)

Description	Timekeeper	Amount
Courier Service	Derrick Tay	\$101.73

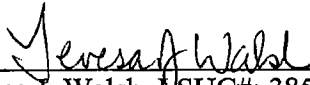
Expense Category	Total Expenses
Courier Service	\$101.73
Total	\$101.73

WHEREFORE, NR respectfully requests that (a) an allowance be made to it, as fully described above for 80% of the amount of \$2,068.00 for reasonable and necessary professional services that NR has rendered to the Debtors during the Fee Period (\$1,654.40); (b) fees as payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

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Dated: December 20, 2011

NORTON ROSE OR LLP



Teresa J. Walsh LSUC#: 385140
Suite 3800, 200 Bay Street
Royal Bank Plaza, South Tower
Toronto, Ontario, Canada M5J 2Z4
Telephone: (416) 216-4080
Facsimile: (416) 216-3930

Special Counsel for the Debtors and Debtors in
Possession

VERIFICATION

PROVINCE OF ONTARIO :

CITY OF TORONTO :

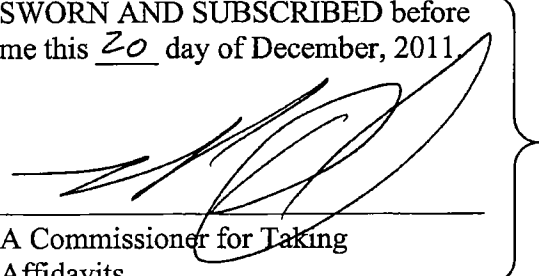
Teresa J. Walsh, after being duly sworn according to law, deposes and says:

(a) I am a partner with the law firm of Norton Rose OR LLP ("NR").

(b) I am familiar with the legal services rendered by NR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of NR.

(c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl & Jones LLP that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before
me this 20 day of December, 2011.


A Commissioner for Taking
Affidavits

"Nicholas Daube"


Teresa J. Walsh

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	
		Objection Date: January 10, 2012
		Hearing Deadline: to be scheduled, if necessary

**FEE DETAIL FOR NORTON ROSE OR LLP'S FIFTY-NINTH MONTHLY FEE
APPLICATION FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR
THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a. British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

NORTON ROSE

Barristers & Solicitors / Patent & Trade-mark Agents

Norton Rose OR LLP / S.E.N.C.R.L., s.r.l.
 Royal Bank Plaza, South Tower, Suite 3800
 200 Bay Street, P.O. Box 84
 Toronto, Ontario M5J 2Z4 CANADA

T: +1 416.216.4000
 F: +1 416.216.3930
 toronto@nortonrose.com
 nortonrose.com

INVOICE

Invoice Number: 1132405
 Date: December 13, 2011
 Client: W.R. GRACE & CO.
 RE: Chapter 11 Proceedings, General Matters
 Matter No.: 01016442-0001

100035

On June 1, 2011, Ogilvy Renault joined Norton Rose Group.

GST: R111340006

W.R. GRACE & CO.
 7500 Grace Drive
 Columbia, Maryland 21044
 U.S.A.

Attention: Richard C. Finke
 Assistant General Counsel-Litigation

For professional services rendered and disbursements incurred for the period
 ending November 30, 2011.

FEES	\$2,068.00
DISBURSEMENTS (Taxable)	0.00
DISBURSEMENTS (Non Taxable)	101.73
NET	\$2,169.73
GST	0.00
TOTAL FOR THIS INVOICE	\$2,169.73
TOTAL IN US FUNDS	\$2,169.73

COPY

Payable upon receipt

Banking information for wire transfer
 RBC Financial Group, Main Branch, Royal Bank Plaza,
 Toronto, Ontario, CANADA
 Bank 003, Transit 00002, Acc. No. 106-030-0
 Swift Code # ROYCCAT2
 Include invoice number on transfer order



W.R. GRACE & CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters**FEE DETAIL**

Date	Timekeeper	Description	Hours	Amount
1/11/11	Penny Adams	Drafting 19th Quarterly Interim Application (1.50); corresponding with R. Finke regarding same (0.20).	1.70	\$357.00
1/11/11	Orestes Pasparakis	Following-up on issues.	0.30	\$240.00
3/11/11	Adrienne Glen	Attending to correspondence regarding motion to sell vermiculate business which was served on Canadian regulators and attorney generals.	0.50	\$165.00
3/11/11	Orestes Pasparakis	Following-up on Crown inquiries (0.30); following-up with counsel (0.20).	0.50	\$400.00
10/11/11	Penny Adams	Drafting 58th Monthly Fee Application (0.50); corresponding with R. Finke regarding same (0.20).	0.70	\$147.00
10/11/11	Teresa Walsh	Reviewing and swearing 19th Quarterly Interim Application.	0.30	\$180.00
10/11/11	Teresa Walsh	Reviewing and swearing 58th Monthly Fee Application.	0.30	\$180.00
11/11/11	Penny Adams	Finalizing 58th Monthly Fee Application and 19th Quarterly Interim Application and sending same to fee auditor and others.	1.20	\$252.00
14/11/11	Penny Adams	Corresponding with R. Finke with respect to overpayments.	0.20	\$42.00
25/11/11	Penny Adams	Following-up with R. Finke regarding overpayment issues.	0.20	\$42.00
28/11/11	Penny Adams	Following-up on accounting issues.	0.30	\$63.00
TOTAL FEES				\$2,068.00

DISBURSEMENTS - NON TAXABLE

Courier service	101.73
	\$101.73

INVOICE: 1132405